

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

J. PEDRO REINHARD,

Plaintiff,

- against -

THE DOW CHEMICAL COMPANY and  
ANDREW N. LIVERIS,

Defendants.

Case No.: 07 CV 3641 (RPP)

ECF Case

**AFFIDAVIT OF DUNCAN A. STUART IN  
SUPPORT OF THE DOW CHEMICAL  
COMPANY'S MOTION TO TRANSFER  
PURSUANT TO 28 U.S.C. § 1404(a)**

COUNTY OF MIDLAND     )  
                                      ) ss:  
STATE OF MICHIGAN     )

I, Duncan A. Stuart, being duly sworn, state the following:

1. I am an Assistant General Counsel of The Dow Chemical Company ("Dow") and submit this affidavit in support of Dow's motion to transfer this action to Eastern District of Michigan, Northern Division.

**A. The Related Actions Arising Out Of The Events At Issue.**

2. At approximately 8:30 a.m. on May 8, 2007, Dow filed an action in federal court in the Eastern District of Michigan against J. Pedro Reinhard and Romeo Kreinberg, captioned *The Dow Chemical Company v. Reinhard*, No. 07-12012 (E.D. Mich.). A true and accurate copy of Dow's amended complaint in that action, filed on May 16, 2007, is attached hereto as Exhibit A.

3. Later in the day on May 8, 2007, Reinhard filed the present action in this Court against Dow and Dow's Chief Executive Officer and Chairman, Andrew Liveris. A true and accurate copy of Reinhard's complaint is attached hereto as Exhibit B.

4. Also later in the day on May 8, 2007, Kreinberg filed a complaint in New York State Supreme Court, New York County, against Dow and Andrew Liveris, captioned *Kreinberg v. The Dow Chemical Company*, Index No. 07/601540. A true and accurate copy of Kreinberg's complaint is attached hereto as Exhibit C.

5. On May 8, 2007, Kreinberg also commenced an action against three Dow-affiliated German companies in labor court in Germany. A true and accurate copy of Kreinberg's complaint in the German actions (together with English translations) is attached hereto as Exhibit D.

**B. The Location And Expected Testimony Of Potential Dow Witnesses.**

6. Defendant Dow is a Delaware corporation with its Global Corporate Headquarters and principal place of business in Midland, Michigan.

7. Dow's Chief Executive Officer and Chairman, Andrew Liveris, who is named as a defendant in Reinhard's complaint, lives in Michigan and works at Dow's Global Corporate Headquarters located in Midland, Michigan.

8. The other Dow employee identified by name in Reinhard's complaint, Dow spokesperson Chris Huntley, lives in Michigan and works at Dow's Midland, Michigan Global Corporate Headquarters.

9. Dow's public affairs personnel who were involved in public statements by the company regarding Reinhard's termination work at Dow's Midland, Michigan Global Corporate Headquarters.

10. Dow's human resources personnel with knowledge of Reinhard's executive compensation plans and agreements work at Dow's Midland, Michigan Global Corporate Headquarters.

11. Dow's finance and mergers and acquisitions personnel with knowledge of Dow's practices and policies regarding interactions with third parties about transactions involving Dow work at Dow's Midland, Michigan Global Corporate Headquarters.

12. Reinhard's assistant, who was involved in planning Reinhard's international travel, works at Dow's Midland, Michigan Global Corporate Headquarters.

**C. The Location Of Documents.**


13. To the best of Dow's knowledge, all of Dow's documents that would be relevant to Reinhard's action are located in Michigan. These documents include:

- a. Minutes from the Board of Directors meeting where the decision to terminate Reinhard's employment was reviewed;
- b. Drafts of any press releases regarding Reinhard's firing;
- c. Reinhard's documents, emails, and other electronic files stored at Dow; and
- d. Documents, e-mails, and other electronic files of the Dow employees listed above.

FURTHER AFFIANT SAYETH NOT.

  
DUNCAN A. STUART

Subscribed and Sworn to  
before me this 29<sup>th</sup> Day of  
May, 2007

  
Notary Public

My Commission Expires:

July 19, 2012